

# Akin Gump

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August 17, 2017

**VIA ECF FILING**

The Honorable Martin Glenn  
United States Bankruptcy Judge  
United States Bankruptcy Court  
Southern District of New York  
Alexander Hamilton Custom House  
One Bowling Green  
New York, New York 10004

Re: *In re Motors Liquidation Company*, Case No. 09-50026 (MG)

Dear Judge Glenn:

We represent holders (the “**Participating Unitholders**”) of more than 65% of the beneficial units of the Motors Liquidation Company GUC Trust (the “**GUC Trust**”). Over the course of the past few months, we have been working closely with the Wilmington Trust Company (“**Wilmington Trust**”), the trustee for and administrator of the GUC Trust, in negotiating a settlement between the GUC Trust, the Economic Loss Plaintiffs, and the Pre-Closing Accident Plaintiffs. These negotiations culminated in a final proposed settlement in principle, the contours of which the parties had planned to discuss with the Court at the conference scheduled for this afternoon.

The GUC Trust informed us yesterday, however, that following a meeting between the GUC Trust and New GM to which counsel for the Participating Unitholders were initially invited but subsequently excluded from, the GUC Trust had decided to abandon the settlement with the Economic Loss Plaintiffs and Pre-Closing Accident Plaintiffs, and instead enter into an agreement with New GM that provided for the payment of the GUC Trust’s fees and expenses for the term of the agreement, and to “engage in good faith discussion” regarding a rate of return to be paid by New GM in the event that Plaintiffs’ claims are the only remaining impediment to distributing GUC Trust funds to Unitholders.

We have informed Wilmington Trust that the Participating Unitholders do not and will not support the GUC Trust’s newly chosen course of action, and requested a meeting with Wilmington Trust to discuss appropriate next steps. Wilmington Trust initially refused our request to meet, but has now agreed to meet with us in advance of executing an agreement with New GM. We are confounded as to why Wilmington Trust suddenly disavowed the proposed

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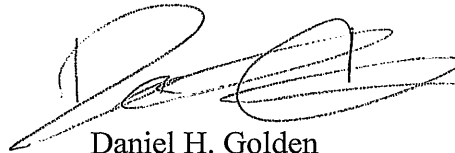
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settlement with the Economic Loss Plaintiffs and the Pre-Closing Accident Plaintiffs, which was supported by the Participating Unitholders, and instead appears to be willing to enter into an agreement with New GM that is opposed by a significant majority of the beneficiaries to whom Wilmington Trust owes its fiduciary duties. We intend to explore these questions with Wilmington Trust in the coming days.

We are available at the Court's convenience should Your Honor wish to discuss this matter prior to the conference scheduled for this afternoon.

Respectfully Submitted,

A handwritten signature in black ink, appearing to read 'Daniel H. Golden', with a large, stylized flourish extending from the end of the signature.

Daniel H. Golden